

The Lake County Radio Amateur Civil Emergency Service, Inc.

1303 North Milwaukee Avenue

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BYLAWS

Approved as amended November 4, 2019

ARTICLE 1 -- NAME

1.1 Name. The name of the corporation is "The Lake County Radio Amateur Civil Emergency Service, Inc." (also sometimes referred to in these Bylaws as "RACES" or "the corporation"). The corporation may also be referred to as "Lake County RACES/ARES® Corporation" to the extent authorized by the corporation's Board of Directors during any period when the corporation has met all so-called "tradename" filing requirements imposed by Illinois law and so long as such practice shall not have any adverse effect upon the Section 501(c) (3) qualification referenced below.

ARTICLE 2 -- PURPOSES

2.1. Not For Profit. The corporation is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as amended.

2.2. Purposes. The corporation is organized exclusively for scientific, charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) including but not limited to, providing on a charitable basis assistance to law enforcement agencies and other units of government in preparing to respond to, monitoring and responding to actual or threatened disasters (whether natural or otherwise), major accidents, weather-related developments and other events of such ilk, along with communications assistance and weather monitoring and other charitable assistance, whether in the form of funding or provision of goods or services, for civic functions or other events as to which services of one or more law enforcement agencies or other government units are involved.

2.3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, private members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any

candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- (b) Upon the dissolution or termination of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the exempt purposes of the corporation, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3 -- REGISTERED OFFICE AND AGENT

3.1. Office and Agent. The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent, selected by the Board of Directors from among the Voting Members from time to time, whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE 4 -- MEMBERS

4.1 Voting Members. There shall be at least one class of membership ("Voting Members"), which shall have the exclusive right to vote upon such matters (but only those matters) as to which these Bylaws expressly call for a vote by the membership. The class consisting of the Voting Members may consist of not less than a single member but shall be without limitation as to a maximum number of members. The Board of Directors shall determine the requirements, rights and privileges of members; provided, however, that in no event shall an existing or prospective member be eligible to be a Voting Member unless he or she:

- (a) is at least 18 years old;
- (b) possesses at the time of admission to the class of Voting Members, and thereafter possesses at any time when called upon or seeking to exercise any right or privilege of a Voting Member, a valid Amateur Radio license;
- (c) has signed, and has not renounced, the Illinois Emergency Management Oath; and
- (d) has timely paid all dues of the corporation.

The Board of Directors shall also determine the procedures for termination and resignation of members.

4.2 Additional Classes. The Board of Directors may establish or eliminate classes of membership other than the class of the Voting Members. In no event shall the members of any other class be granted voting rights or any other rights or privileges, or have imposed upon them any obligations, which are not granted to or imposed upon the Voting Members.

4.3 Annual Meetings. The annual meeting of the members, which shall include all classes of membership, shall be held during the evening, commencing at a time which is not earlier than 5:30 p.m. and not later than 7:00 p.m., on the second Monday of January of each year, at a location within the County of Lake, State of Illinois, as may be determined by the Board of Directors and as shall be designated in the notice of the meeting.

4.4 Purposes of Annual Meeting. The annual meeting of the members shall be held for the purpose of electing Directors as then needed and for the transaction of such other business as may properly be brought before the meeting, notice of which shall be given in the notice of the meeting. Voting for any Board position may be by voice if there is only one candidate; otherwise voting will be by written ballot. Without limiting the generality of the foregoing, at this meeting, the following actions shall be taken and the following reports shall be made and distributed:

- (a) a written report reviewing the previous year's activities shall be issued by the President;
- (b) a report of the financial status of the corporation, along with current financial statements to the extent then available, and any other reports that may be required, shall be issued by the Treasurer;
- (c) the Treasurer shall make a recommendation regarding and the President shall call for a vote by the Voting Members on expenditure approval limits (as described later in these Bylaws, these limits are amounts the Board can spend without voting membership approval, and for what purpose);
- (d) a report regarding a review of the corporation's financial books by three (3) voting members, who have not served in any official elected capacity during the previous year, shall be issued by the reviewing members;
- (e) a report regarding membership statistics, and any other reports that may be required, shall be issued by the Secretary;
- (f) normal monthly business shall be addressed; and
- (g) a statement of the fiscal year proposed budget shall be presented to the membership by the Treasurer.

4.5 Failure to Elect Directors at Annual Meeting. If the election of Directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a regular or special meeting of the members as soon thereafter as convenient. At such meeting, the members may elect Directors and transact other business with the same force and effect as at an annual meeting.

4.6 Special Meetings. Special meetings of the members shall be held at such time and place and on such date in each year, at a non-residential location within the County of Lake, State of Illinois, as may be determined by the person or persons calling the meeting and as shall be designated in the notice of the meeting; provided, that the meeting shall commence at a time which is not earlier than 5:30 p.m. and not later than 7:00 p.m. Special meetings of the members may be called by the Board of Directors or by the President in his or her discretion. In addition, special meetings of the members shall be called by the President or the Secretary if a request, setting forth the purpose or purposes of the meeting, is made by at least one fifth of the Voting Members. Calls for such meetings shall specify the purposes thereof and no business other than that specified in the call shall be considered at any special meeting.

4.7 Notice of Meetings and Adjourned Meetings. Unless waived as provided below, the President or the Secretary shall give each member written notice of the place, date and hour of each special membership meeting and the purpose or purposes for which the meeting is being called. Such notice shall be mailed to each member at his address as it appears on the corporation's records, it being understood that to the extent permitted by applicable law e-mail transmissions will satisfy the "mailing" requirement and references to mailing and addresses encompasses e-mail for this purpose. When a meeting is adjourned to another time or place, notice need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken. If the adjournment is for a period of more than thirty days, or if, after the adjournment, a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each member. Except as otherwise expressly provided by statute, no publication of any notice of a meeting shall be required. Any member, either before or after any meeting, may waive any notice required to be given by law or pursuant to these Bylaws.

4.8 Regular Membership Meetings. Membership meetings shall be conducted at regular intervals, normally on the first Monday of each calendar month. The Board of Directors may determine a different day and place for the holding of these meetings, in which event the President or the Secretary shall give each member written notice, in the manner provided for with respect to special meetings as described above, of the place, day and hour of regular membership meetings going forward.

4.9 Quorum. Except as otherwise provided by law or the Articles of Incorporation, the presence, in person or by proxy, of one fifth of the Voting Members shall constitute a quorum for the transaction of business to be considered at a membership meeting; provided, however, that the quorum requirement shall not be met unless there are present at the meeting not less than (i) one Director (in person and not by proxy), and (ii) the number of Voting Members required to vote with respect to any action required by law or by the Certificate of Incorporation or these Bylaws to be taken by more than one fifth of the Voting Members. In the absence of a quorum at any meeting or any adjournment thereof, a majority of those present, in person or by proxy and entitled to vote, may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted.

4.10 Corporation. Meetings of the members shall be presided over by the President, or if the President is not present, by the Vice President; provided, that if neither the President nor the Vice President is present, the meeting shall be presided over by a chairman to be chosen by a majority of the Directors who are present in person or by proxy at the meeting. The Secretary of the corporation shall act as Secretary of every meeting of the membership but, if the Secretary is not present, the person presiding over the meeting shall choose a person from among those persons present thereat to act as Secretary of the meeting.

4.11 Voting. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, at every meeting of the members, each Voting Member shall have one vote, in person or by proxy, for each matter as to which a vote is to be taken. Voting Members may vote either in person or by proxy given to another Voting Member and who has been appointed by an instrument in writing, subscribed by the Voting Member who desires to vote by proxy and delivered to the Secretary of the meeting; provided, however, that no proxy shall be valid after the 300th day following its issuance unless the proxy expressly provides for a longer period of effectiveness. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, all matters coming before any meeting of the members for a vote shall be decided by the vote of a majority of the Voting Members present, in person or by proxy, at the meeting, a quorum being present. Unless otherwise provided in the Certificate of Incorporation, voting for all elections for Directors shall not be cumulative.

4.12 List of Voting Members. A complete list of the then current Voting Members, arranged in alphabetical order, shall be prepared by the Secretary at least ten days before each membership meeting. Such list shall be open to the examination of any member upon request for a period of at least ten days prior to the meeting and the list shall be produced and kept at the time and place of the meeting during the whole time thereof for inspection by any member who may be present.

4.13 Inspectors. At any membership meeting, the person presiding may in his or her discretion, and shall on the request of any voting member, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report in writing the number of voting members represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are by them, in their reasonable discretion, proper to conduct the election and voting with impartiality and fairness to all the voting members.

4.14 Informal Action by Members. To the extent provided for by law, except as otherwise provided by the Certificate of Incorporation, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting, without prior notice and without a vote, if a written consent, setting forth the action so taken, shall be signed by the requisite number of Voting Members as provided for under applicable law and any other action required by applicable law to make such written consent effective has been taken.

ARTICLE 5 -- BOARD OF DIRECTORS

5.1 General Powers. The affairs of the corporation shall be managed by its Board of Directors. Special responsibilities of all Directors may be established by the Board of Directors from time to time, except that the only consequence of any failure to fulfill any such special responsibilities shall be that the Director in question may, in the discretion of the Board of Directors, be removed from office by the Board of Directors.

5.2 The Board. The Board of Directors will consist of seven Directors, each of whom must be a Voting Member. These Directors will include the President, Vice President, Secretary and Treasurer.

5.3 Terms. Each Director will, unless his or her term is sooner ended as provided for in these Bylaws, serve for a term of two years; provided, that a Director's term shall not end until his or her successor has been duly elected. The Directors shall have staggered terms, with three members elected in even years and four in odd years.

5.4 Removal. A Director's term shall, without further action on the part of the Board or the membership, end immediately upon the death or resignation of the Director or at any time that the Director in question ceases to be a Voting Member. A Director may be removed from office, with or without cause, at a regular membership meeting or at a special meeting of the members; provided, however, that notwithstanding anything to the contrary provided elsewhere in these Bylaws, (i) a quorum for purposes of removing a Board member shall be the number of Voting Members which constitutes one half of all Voting Members, (ii) the affirmative vote of two thirds of the Voting Members constituting the quorum is required for removal, and (iii) no proxy appointment shall be taken into account for purposes of determining the presence of a quorum or for purposes of the removal vote.

5.5 Annual Meeting. An annual meeting of the Board of Directors shall, unless the timing is altered as referenced below, be held on the third Monday of December of each year at 7:00 p.m. at the offices of the corporation. A majority of the Directors then in office shall constitute a quorum for the

purposes of this annual meeting. At the annual meeting, the Board of Directors shall, among other things as are deemed appropriate by the Board, address the following matters of business:

- (a) the election of officers;
- (b) the appointment of persons to other positions as considered necessary or desirable;
- (c) the review and, if approved, the acceptance of the President's Annual Report concerning the immediately preceding calendar year;
- (d) the review and, if approved, the acceptance of the Treasurer's report and the financial statements for the immediately preceding calendar year; and of receipts and expenditures of the current year; and
- (e) the review and, if approved, the acceptance of the Secretary's report concerning the immediately preceding calendar year.

No notice other than these Bylaws need be given, except that if the President, in his or her discretion, alters the date or time of an annual meeting, notice shall be provided to all Directors at least two weeks before the date and time fixed by the President for such meeting and at least one week before the date that such meeting would otherwise have been held. Failure to hold an annual meeting at the designated time and place shall not work a forfeiture or dissolution of the corporation.

5.6 Regular Board of Directors Meetings. Board of Directors meetings shall be conducted at regular intervals, normally on the third Monday of each calendar month. The Board of Directors may determine a different day for the holding of these meetings. With the exception of the annual meeting, a quorum for a Board meeting shall consist of five Board Members. With the exception of that portion of a meeting during which will be discussed one or more matters as to which legal counsel to the corporation has advised, for purposes of preserving the ability to assert an attorney-client communication privilege or other privilege, that attendance should be limited to Directors and such legal counsel and other advisors as have been approved by the corporation's legal counsel, meetings of the Board of Directors will be open to all members. However, except to the extent otherwise expressly provided for by these Bylaws, the Articles of Incorporation or applicable law, there shall be no obligation on the part of any Director or officer to issue a notice of any Directors' meeting to the members, other than to respond to any inquiry received from a member concerning the date and time of the next meeting, if that information is known to the Director at the time of the inquiry. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

5.7 Special Meetings. Special meetings of the Board of Directors may be held at such time and place as may be designated by the President or, in the President's absence or inability to act, by the Vice President. Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail, facsimile transmission or e-mail to each Director. If notice is given by mail, that notice shall be deemed to be delivered on the day following the day such notice is deposited with postage prepaid in the United States mail. If notice is given by facsimile transmission or e-mail transmission, the notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. Any Director may waive notice of any meeting. Five Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, that if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.8 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

5.9 Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

5.10 Vacancies. Any vacancies occurring in the Board shall be filled by the vote of the Voting Members at a meeting which the Board shall promptly cause to be called and held for that purpose.

5.11 No Compensation. Directors shall not receive any salaries for their services as such, and shall not receive any sum or expense reimbursement for attendance.

5.12 Attendance by Communications Equipment. Members of the Board of Directors may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE 6 -- OFFICERS

6.1 Officers. Notwithstanding that other positions occupied by members of the corporation may include the word "officer" within the title associated with the position, the only officers of the corporation shall consist of the following: a President; a Vice President, a Secretary; and a Treasurer. Additionally, at the discretion of the Board of Directors, the Board of Directors may, but shall not be obligated to, elect one or more deputy officers or assistant officers. The officers, deputy officers or assistant officers, shall be elected to their particular offices by the Board of Directors. No person shall contemporaneously hold more than one officer position. Unless his or her term in office is sooner ended as provided for in these Bylaws, each officer of the corporation shall hold office for a term of two years. Each officer must be a member of the corporation's Board of Directors. Officers need not be residents of Illinois.

6.2 Removal. Any officer of the corporation may be removed, with or without cause, by the Board of Directors at any time. An officer's term in office shall, without further action on the part of the Board or the membership, end immediately upon the death or resignation of the officer in question or at any time that the officer in question ceases to be a Director.

6.3 Vacancies. A vacancy in any office shall be filled by the Board of Directors. An officer thus chosen shall hold office for the predecessor's unexpired term of office.

6.4 President. The President shall be the principal executive officer of the corporation. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.5 Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the first Vice President, or in the absence or inability or refusal to act by the first Vice President or any other Vice President in order of service priority, the next Vice President (if any) in order of service priority, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties as from time to time may be assigned to such persons by the President or by the Board of Directors.

6.6 Secretary. The Secretary shall act as both the Secretary for the corporation and for the Board of Directors. The Secretary shall: keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; maintain a register of the post office address of each member, which shall be furnished to the Secretary by the member; maintain the original logs of exercises in a secure place in accordance with existing FCC regulations; certify (if true) that copies of any RACES documents are true and correct copies thereof, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records, including without limitation maintaining a record of all RACES-controlled property; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

6.7 Treasurer. The Treasurer shall be the principal accounting and financial officer of RACES. The Treasurer shall: keep an accurate record of the finances of the corporation; prepare or cause to be prepared reports on the financial condition of the corporation, including without limitation preparing or causing to be prepared a written financial statement for presentation to the voting membership at its Annual Meeting; have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be designated by the Board of Directors; issue and sign any vouchers or checks to be drawn on any of those accounts and obtain the countersignature of the President thereon; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

ARTICLE 7 -- OTHER POSITIONS

7.1 Trustee. The Board of Directors shall appoint the Trustee, who shall have a valid Amateur Radio License for the amateur radio frequencies being used by the corporation. The Trustee shall be listed as the trustee for RACES on any Federal Communications Commission (FCC) license issued in the name of the corporation. The Board of Directors shall determine the term of the Trustee and may remove the Trustee from that capacity, with or without cause, at any time. The Trustee must be a voting member of the corporation.

Operations Officers. The Board of Directors may appoint such Operations Officers, and Deputy Officers or Assistant Officers to the Operations Officer as the Board may deem necessary. These positions may be created, and the persons occupying these positions may be appointed and removed, with or without cause, by the Board of Directors at any time. The Board shall determine the term, powers, duties and responsibilities of any Operations Officer or his/her Deputy Officer or Assistant Officer. Each Operations Officer, Deputy Officer or Assistant Officer, must be a Voting Member. Notwithstanding section 6.1 above, a person may serve contemporaneously as both an officer or deputy/assistant officer and as an operations officer or deputy/assistant to an operations officer.

ARTICLE 8 -- CONTRACTS, LOANS AND EXPENDITURES

8.1 Contracts. The Board of Directors may authorize any one or more of the corporation's officers or any one or more agents of the corporation to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of RACES, and such authority may be general or confined to specific instances.

8.2 Loans. No loans shall be contracted on behalf of RACES and no evidences of indebtedness shall be issued in its name unless proposed and approved by the Board of Directors at a Board meeting and approved by a vote in the course of a membership meeting by two thirds of all of the Voting Members of the corporation. Such authority may be general or confined to specific instances.

8.3 Checks, Drafts, Etc. All checks, drafts, other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of RACES, shall be signed by the Treasurer, Deputy Treasurer or Assistant Treasurer. The Board of Directors may require that an officer or additional member of the Board countersign some or all checks. The corporation may furnish a bond for those persons authorized to sign corporation checks or vouchers or other instruments as referenced in this section.

8.4 Expenditures. The Board of Directors may, at any meeting, recommend limits for expenditures by the Board. These limits, together with any proposed expenditure in excess of any such limits, must be approved at a special meeting of the members by a vote of the Voting Members. In the absence of the specific adoption of the limits referenced immediately above, an automatic limit of \$100 per month shall be in place for all spending by the Board. Approved spending limits automatically expire as of the commencement of the annual meeting which next follows the adoption of any spending limits.

ARTICLE 9 -- AMENDMENTS

9.1 Required Procedure. Any one or more provisions of these Bylaws may be deleted, revised, supplemented or restated (an "amendment") only in the following manner:

- (a) first, the amendment in question must be proposed which shall include without limitation the specification of a proposed effective date, and an open discussion about the proposed amendment must be had, at a regular monthly membership meeting (the "First Meeting");
- (b) second, a draft of the proposed amendment must be presented, with copies made available to all members in attendance, by the Secretary at the regular monthly membership meeting (the "Second Meeting") which next follows the First Meeting;
- (c) a vote by ballot shall be conducted with respect to the question of whether to approve and adopt the proposed amendment at a special meeting of the members, which shall be called by the President to be held at the time and place at which the regular monthly membership meeting next following the Second Meeting would ordinarily be held, but in any event not later than 180 days following the First Meeting; and
- (d) at such special meeting, the affirmative vote of a majority of all of the Voting Members of the corporation shall be required to approve and adopt any such addition, change, deletion or revision.

ARTICLE 10 -- INDEMNIFICATION

10.1 General Power and Authority; Severability. Subject to the immediately succeeding sentence below, the corporation shall provide the indemnifications referenced throughout this Article to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as may be determined from time to time by the board of directors of the corporation. Notwithstanding anything in this Article 10 to the contrary, the corporation shall not have the power or authority to provide or cause to be provided any indemnification or defense or advance which would have any adverse effect upon the Section 501(c) (3) qualification of the corporation referenced elsewhere in these Bylaws, and to the extent that any other provision of this Article 10 conflicts with or is inconsistent with this sentence, such other provision shall not have any effect and shall be deemed to have never been included as a part of these Bylaws.

10.2 Actions Not By or In Right of RACES. The corporation shall have the power and the Board shall have the authority to cause RACES to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of RACES) by reason of the fact that the person is or was a Board member, officer, deputy officer or assistant officer, employee or agent of RACES, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the RACES, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the RACES, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

10.3 Actions By or In Right of RACES. The corporation shall have the power and the Board shall have the authority to cause RACES to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of RACES to procure a judgment in its favor by reason of the fact that the person is or was a Board member, officer, deputy officer or assistant officer, employee or agent of RACES, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of RACES and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to RACES unless and only to the extent that the court in which such action or suit was brought shall determine on application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

10.4 Where Defendant Prevails. To the extent that a Board member, officer, deputy officer or assistant officer, or agent of RACES has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

10.5 Determination. Any indemnification under Sections 8.1 and 8.2 (unless ordered by a court) shall be made by RACES only as authorized in the specific case on a determination that

indemnification of the Board member, officer, deputy officer, assistant officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 8.1 and 8.2. Such determination shall be made (a) first, by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) second, if such a quorum is not obtainable, or even if such quorum is obtainable a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion which may be of the type commonly referred to as a "reasoned opinion" reflecting the exercise and application of judgment on the part of legal counsel and not only a strict interpretation of law, or (c) third, if the Board determines that it is not reasonably practicable to obtain the aforementioned opinion, by a vote of the voting members to be conducted at a special meeting which the President shall call for that purpose.

10.6 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by RACES in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, on receipt of a written undertaking in form and substance satisfactory to the Board executed by or on behalf of the Board member, officer, deputy officer, assistant officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by RACES as authorized herein.

10.7 Non-Exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of voting members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Board member, officer, deputy officer, assistant officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.8 Insurance. The Board of Directors shall, to the extent that it is commercially available at a premium level that is deemed affordable by the Board in its reasonable discretion, purchase and maintain general liability insurance and so-called "Directors and officers" insurance as to which the insureds will include the corporation and any person who is or was an Board member, officer, deputy officer, assistant officer, member or agent of RACES and as to which the coverage afforded will extend to defense and indemnity against any claim asserted against him or her and expense incurred by him or her related thereto arising out of his or her status as aforesaid, whether or not RACES would have the power and authority to indemnify him or her against such liability under the provisions as set forth herein.

10.9 Report. If RACES has made any indemnity payment or has advanced expenses to any Board member, officer, deputy officer, assistant officer, employee or agent as referenced in the immediately preceding subsections, the Treasurer shall promptly, and in any event not later than prior to the next regular monthly membership meeting, issue to all Voting Members a written report about the indemnification or advance.

10.10 Succession and Merger. References to "RACES" in the immediately preceding subsections shall also mean and include, in addition to the surviving corporation, any merging corporation absorbed in a merger which otherwise would have legally been entitled to indemnify its Directors, Board members, officers, employees or agents.

ARTICLE 11 -- DISSOLUTION

11.1 Distributions. In the event RACES is dissolved, any and all property then owned by the corporation shall be distributed to the Lake County Emergency Management Agency or any other not-for-profit government agency, and/or any other corporation holding "exempt" status as defined by Section 501(c) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be

distributed by a Court of competent jurisdiction in the County in which the principal office of the corporation is then located exclusively for such purposes or to such corporation or corporations as said Court shall determine.

ARTICLE 12 -- GENERAL PROVISIONS

12.1 Notice Protocols. Written notice shall be delivered to the membership by the Secretary by mail, in person or, to the extent permitted by law, by-email not less than ten nor more than sixty days before the date of any meeting as to which notice is required. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service Mail in a sealed envelope so addressed with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered 24 hours after successful transmission of the email to the membership by Secretary. The corporation is not responsible for undelivered mail (regular or electronic) to a member that has submitted an invalid address.

12.2 Statement; Attendance. Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation or The State of Illinois(805 ILCS 105/) General Not For Profit Corporation Act of 1986, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

12.3 Meeting Locations. All membership meetings and all meetings of the Board of Directors shall take place in Lake County, Illinois.

12.4 Captions. Article and Section headings shall not be interpreted to either limit or expand the scope of the respective Article or Section.

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END OF BYLAWS